

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

Ref. Docket Nos. 47 and 78

**CERTIFICATION OF COUNSEL SUBMITTING *REVISED*
ORDER (I) APPROVING BIDDING PROCEDURES IN CONNECTION WITH
THE SALE OF THE DEBTORS' ASSETS AND RELATED BID PROTECTIONS,
(II) APPROVING FORM AND MANNER OF NOTICE, (III) SCHEDULING AUCTION
AND SALE HEARING, (IV) AUTHORIZING PROCEDURES GOVERNING
ASSUMPTION AND ASSIGNMENT OF CERTAIN CONTRACTS AND
UNEXPIRED LEASES, AND (V) GRANTING RELATED RELIEF**

On December 7, 2022, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Motion for Entry of (A) an Order (I) Approving Bidding Procedures in Connection with the Sale of the Debtors’ Assets and Related Bid Protections, (II) Approving Form and Manner of Notice, (III) Scheduling Auction and Sale Hearing, (IV) Authorizing Procedures Governing Assumption and Assignment of Certain Contracts and Unexpired Leases, and (V) Granting Related Relief; and (B) an Order (I) Approving Purchase Agreements, and (II) Authorizing a Sale Free and Clear of All Liens, Claims, Encumbrances, and Other Interests* [Docket No. 47] (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”). A proposed form of order was attached to the Motion as Exhibit A (the “Proposed Order”) and the Debtors’ proposed bidding procedures were attached to the Proposed Order as Annex 1 (the “Bidding Procedures”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

On December 22, 2022, the Debtors filed that certain *Notice of Filing Revised Proposed (A) Order (I) Approving Bidding Procedures in Connection with the Sale of the Debtors' Assets and Related Bid Protections, (II) Approving Form and Manner of Notice, (III) Scheduling Auction and Sale Hearing, (IV) Authorizing Procedures Governing Assumption and Assignment of Certain Contracts and Unexpired Leases, and (V) Granting Related Relief; and (B) Bidding Procedures* [Docket No. 78], which included certain revisions to the Proposed Order (the “Revised Proposed Order”) and the Bidding Procedures to reflect comments received from the Official Committee of Unsecured Creditors (the “Committee”).

On December 22, 2022, the Court held a hearing (the “Hearing”) to consider, among other things, the Motion and the relief requested therein. During the Hearing, the Court indicated that it would grant the requested relief, as modified and discussed on the record, subject to submission of a further revised form of order (the “Further Revised Proposed Order”). The Debtors have circulated the Further Revised Proposed Order to the Office of the United States Trustee for the District of Delaware, counsel for the DIP Lender and Stalking Horse Bidder, proposed counsel for the Committee, and counsel for the Prepetition Secured Lender and confirmed that such parties do not object to its entry.

Accordingly, the Debtors hereby submit the Further Revised Proposed Order attached hereto as Exhibit 1,² and respectfully request that the Court enter the Further Revised Proposed Order at its earliest convenience without further notice or a hearing.

² For ease of reference, attached hereto as Exhibit 2 is a copy of the Further Revised Proposed Order marked against the Revised Proposed Order.

Dated: December 22, 2022
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Allison S. Mielke

Michael R. Nestor (No. 3526)

Matthew B. Lunn (No. 4119)

Allison S. Mielke (No. 5934)

Joshua B. Brooks (No. 6765)

Shella Borovinskaya (No. 6758)

Rodney Square

1000 North King Street

Wilmington, Delaware 19801

Telephone: (302) 571-6600

Facsimile: (302) 571-1253

Email: mnestor@ycst.com

mlunn@ycst.com

amielke@ycst.com

jbrooks@ycst.com

sborovinskaya@ycst.com

*Proposed Counsel to the Debtors and
Debtors in Possession*